SEC Form 4

**FORM 4**

Check this box if no longer subject

* to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



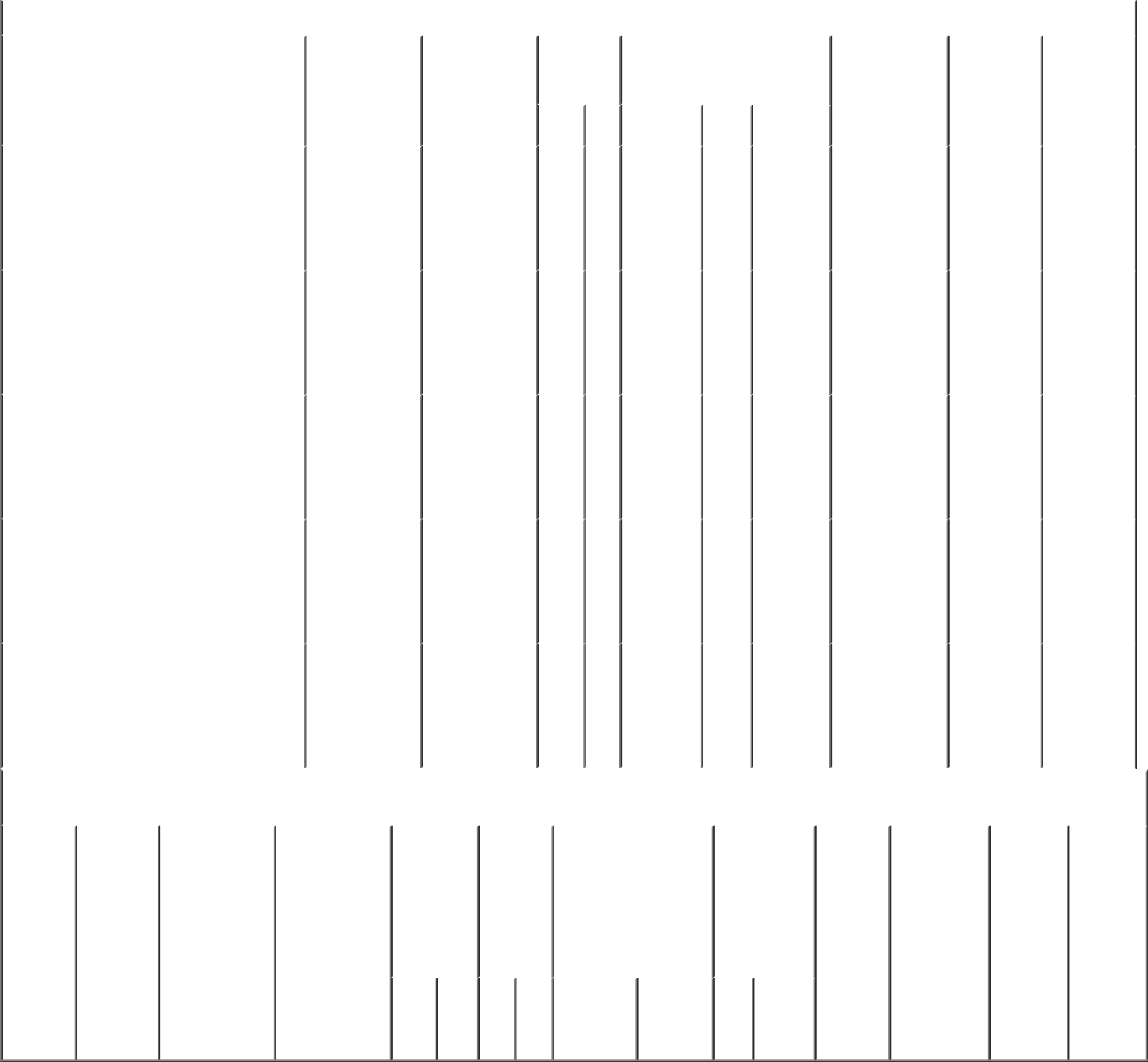
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| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | 2. Issuer Name **and** Ticker or Trading Symbol | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | | | |  |
|  |  | [Hopfner Robert Lorne](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001551966) | | |  |  |  | [Vaxcyte, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001649094) [ PCVX ] | | | |  |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | | Director | |  | 10% Owner | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | | Other (specify | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | | (Middle) | | |  |  |  |  |  |  | below) | |  | below) | |  |  |  |  |  |
|  |  | C/O VAXCYTE, INC. | | |  |  |  | 01/14/2021 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | | |  |
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|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | | | | | |  |
|  |  | FOSTER CITY CA | |  | 94404 |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | |  |  | | |  | | | | |  | |  |  | | |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  | | | |  | |  |  | |  |  |  | | | |  |  |  |  | |  | |  | |  | |  |  |
|  | **1. Title of Security (Instr. 3)** | | | | **2. Transaction** | | | **2A. Deemed** | | | **3.** | **4. Securities Acquired (A) or** | | | |  |  |  | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | | | |  |
|  |  |  |  |  | **Date** | | | **Execution Date,** | | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | | | **Securities** |  | **Form: Direct** | | **Indirect** | | | | |  |
|  |  |  |  |  | **(Month/Day/Year) if any** | | | |  |  | **Code (Instr.** |  |  |  |  |  |  |  | **Beneficially** | | **(D) or** |  | **Beneficial** | | | | |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | | **8)** |  |  |  |  |  |  |  | **Owned Following** | | **Indirect (I)** | | **Ownership** | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  | **(Instr. 4)** | | **(Instr. 4)** | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **Price** | |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **(D)** |  |  |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Pivotal | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | $25.88(2) | | | |  |  |  |  |  | bioVenture | | | | |  |
|  | Common Stock | | |  | 01/14/2021 | | | |  |  | S(1) | 14,918 | D |  | 1,965,094 | |  | I | Partners | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Fund I, | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | L.P.(3) | |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Pivotal | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | $25.74(4) | | | |  |  |  |  |  | bioVenture | | | | |  |
|  | Common Stock | | |  | 01/15/2021 | | | |  |  | S(1) | 22,869 | D |  | 1,942,225 | |  | I | Partners | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Fund I, | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | L.P.(3) | |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Pivotal | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | $26.05(5) | | | |  |  |  |  |  | bioVenture | | | | |  |
|  | Common Stock | | |  | 01/15/2021 | | | |  |  | S(1) | 3,808 | D |  | 1,938,417 | |  | I | Partners | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Fund I, | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | L.P.(3) | |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Pivotal | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | $25.55(6) | | | |  |  |  |  |  | bioVenture | | | | |  |
|  | Common Stock | | |  | 01/19/2021 | | | |  |  | S(1) | 42,516 | D |  | 1,895,901 | |  | I | Partners | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Fund I, | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | L.P.(3) | |  | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Pivotal | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | $26.05(7) | | | |  |  |  |  |  | bioVenture | | | | |  |
|  | Common Stock | | |  | 01/19/2021 | | | |  |  | S(1) | 7,000 | D |  | 1,888,901 | |  | I | Partners | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Fund I, | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | L.P.(3) | | | | |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  | |  |  |  | | | |  | | |  |  | | |  | |  |  |  | | |  |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | **3A. Deemed** | | | **4.** | **5. Number 6. Date Exercisable and** | | | | **7. Title and** | | |  | **8. Price of** | | | **9. Number of** | | **10.** |  | **11. Nature** | | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | | | **Transaction** | **of** | | **Expiration Date** | | **Amount of** | | |  | **Derivative** | | | **derivative** |  | **Ownership** | | **of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year) if any** | | | | **Code (Instr.** | **Derivative** | | **(Month/Day/Year)** | | **Securities** | | |  | **Security** | | | **Securities** | | **Form:** |  | **Beneficial** | | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | | | **8)** | **Securities** | |  |  | **Underlying** | | |  | **(Instr. 5)** | | | **Beneficially** | | **Direct (D)** | | **Ownership** | | | |  |
|  |  |  | **Derivative** |  |  |  |  |  | **Acquired** | |  |  | **Derivative** | | |  |  |  |  | **Owned** |  | **or Indirect** | | **(Instr. 4)** | | | |  |
|  |  |  | **Security** |  |  |  |  |  | **(A) or** | |  |  | **Security (Instr.** | | | | | |  | **Following** |  | **(I) (Instr. 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Disposed** | |  |  | **3 and 4)** | | |  |  |  |  | **Reported** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **of (D)** | |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **(Instr. 3, 4** | |  |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number** | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | **(A) (D)** | | **Title** | **of** | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Exercisable Date** | | **Shares** | |  |  |  |  |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2020.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.41 to $26.35, inclusive. The reporting person undertakes to provide to Vaxcyte, Inc., any security holder of Vaxcyte, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (4), (5), (6) and (7) to this Form 4.
3. The shares are held of record by Pivotal bioVenture Partners Fund I, L.P. ("Pivotal"). The general partner of Pivotal is Pivotal bioVenture Partners Fund I G.P., L.P., ("Pivotal GP"). The general partner of Pivotal GP is Pivotal bioVenture Partners Fund I U.G.P., Ltd, (the "Ultimate General Partner"). The board of directors of the Ultimate General Partner may, along with the Ultimate General Partner, be deemed to have shared voting and dispositive power over the shares owned by Pivotal. Rob Hopfner is the managing partner of Pivotal bioVenture Partners Investment Advisor LLC and may be deemed

to share voting and investment power over the shares held directly by Pivotal bioVenture Partners. Mr. Hopfner disclaims beneficial ownership over such shares except to the extent of any pecuniary interest therein.

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.03 to $26.02, inclusive.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $26.03 to $26.15, inclusive.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $25.00 to $25.99, inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $26.00 to $26.35, inclusive.

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Rob Hopfner | | 01/19/2021 | |
|  |  |  |  |
| \*\* Signature of Reporting Person | | Date | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**